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Attorneys for Plaintiff Stanley Morrical,  
derivatively on behalf of Hewlett-Packard  
Company, in the action entitled,  
*Morrical v. Margaret C. Whitman, et al.*, 12-CV-06434

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

PHILIP RICCARDI,

Plaintiff.

V.

MICHAEL R. LYNCH, et al.

## Defendants

-and-

HEWLETT-PACKARD COMPANY

### Nominal Defendant

CASE NO. 12-CV-06003

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF PLAINTIFFS STANLEY MORRICAL, ANDREA BASCHERI, JIM CHUNG, AND JOSEPH TOLA'S MOTION FOR CONSOLIDATION OF RELATED ACTIONS, APPOINTMENT OF A LEAD PLAINTIFF, AND FOR APPROVAL OF A LEADERSHIP STRUCTURE FOR PLAINTIFFS' COUNSEL**

Date: March 1, 2013  
Time: 10:00 a.m.  
Ctrm: 6, 17th Floor  
Judge: Hon. Charles R. Breyer

[Caption continues on following page.]

ENERSTO ESPINOZA,

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,  
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS  
SELECTION OF COUNSEL**

Plaintiff,  
v.  
MICHAEL R. LYNCH, et al.  
Defendants,  
-and-  
HEWLETT-PACKARD COMPANY,  
Nominal Defendant.

**CASE NO. 12-CV-06025**

Judge: Hon. Charles R. Breyer  
Complaint Filed: November 27, 2012

ANDREA BASCHERI, et al,  
Plaintiff,  
v.  
LEO APOTHEKER, et al.  
Defendants,  
-and-  
HEWLETT-PACKARD COMPANY,  
Nominal Defendant.

**CASE NO. 12-CV-06091**

Judge: Hon. Charles R. Breyer  
Complaint Filed: November 30, 2012

MARTIN BERTISCH,  
Plaintiff,  
v.  
LEO APOTHEKER, et al.  
Defendants,  
-and-  
HEWLETT-PACKARD COMPANY,  
Nominal Defendant.

CASE NO. 12-CV-06123

Judge: Hon. Charles R. Breyer  
Complaint Filed: December 3, 2012

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,  
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS  
SELECTION OF COUNSEL**

1 THE CITY OF BIRMINGHAM  
2 RETIREMENT AND RELIEF SYSTEM,

3 Plaintiff,

4 v.

5 LEO APOTHEKER, et al.

6 Defendants,

7 -and-

8 HEWLETT-PACKARD COMPANY,

9 Nominal Defendant.

10 JOSEPH TOLA,

11 Plaintiff,

12 v.

13 MICHAEL R. LYNCH, et al.

14 Defendants,

15 -and-

16 HEWLETT-PACKARD COMPANY,

17 Nominal Defendant.

18 STANLEY MORRICAL,

19 Plaintiff,

20 v.

21 MARGARET C. WHITMAN, et al.

22 Defendants,

23 -and-

24 HEWLETT-PACKARD COMPANY,

25 Nominal Defendant.

**CASE NO. 12-CV-06416**

Judge: Hon. Charles R. Breyer

Complaint Filed: December 18, 2012

**CASE NO. 12-CV-06423**

Judge: Hon. Charles R. Breyer

Complaint Filed: December 18, 2012

**CASE NO. 12-CV-06434**

Judge: Hon. Charles R. Breyer

Complaint Filed: December 19, 2012

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**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,  
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS  
SELECTION OF COUNSEL**

1           I, Stanley Morrical, submit this declaration in support of my motion to consolidate the  
 2 above-captioned related shareholder derivative actions and to appoint me as Lead Plaintiff and  
 3 appoint my counsel, Cotchett, Pitre & McCarthy, LLP ("CPM"), as Lead Counsel in the  
 4 consolidated derivative action.

5           **BACKGROUND**

6           1.       I am a citizen of California. I live in San Mateo County and own a business in  
 7 San Francisco County, both located in this District. I founded Morrical Financial Services in  
 8 1992 and have worked to serve the financial needs of the business community for more than 20  
 9 years. I work with clients to design and implement 401(k) plans and to help clients understand  
 10 and meet their fiduciary responsibilities as plan sponsors. I have completed the Accredited  
 11 Investment Fiduciary program at the Center for Fiduciary Studies. In the past, I have served as a  
 12 Board member for a privately held winery. I regularly participate in events at the Silicon Valley  
 13 Chapter of the National Association of Corporate Directors and at the Stanford University Rock  
 14 Center for Corporate Governance. I have long been active in corporate governance issues and I  
 15 am a strong advocate for improved corporate governance. Accordingly, I believe I have a good  
 16 understanding of the business and fiduciary issues raised in this action.

17           2.       I own 1,200 shares of HP and have continuously held these shares since 2010. I  
 18 have not sold any HP shares and do not intend to during the duration of this action.

19           **LEAD PLAINTIFF**

20           3.       On November 20, 2012, HP issued a press release announcing that it would write  
 21 down \$8.8 billion of the value of Autonomy Corporation plc ("Autonomy"). As a shareholder, I  
 22 was concerned about the issues raised by this write down as well as the press surrounding the  
 23 write down. I immediately contacted CPM, a firm that I investigated and determined had a  
 24 background in financial and fiduciary issues, particularly for publicly traded corporations in  
 25 California (and incorporated in Delaware).

1       4. On December 12, 2012, I authorized my counsel to send a demand letter to HP to  
 2 inspect and copy HP's books and records pursuant to California Corporation Code § 1601 related  
 3 to Autonomy.

4       5. On December 19, 2012, I authorized the filing of a shareholder derivative  
 5 complaint on my behalf against certain members of HP's Board of Directors and its executive  
 6 officers alleging that they breached fiduciary duties owed to HP.

7       6. On January 3, 2013, unsatisfied with HP's response to my December 12, 2012  
 8 request for books on records, I authorized the filing of the Verified Petition for Writ of Mandate  
 9 for Inspection of Corporate Books and Records in Santa Clara Superior Court pursuant to  
 10 California Corporation Code § 1603(a);

11       7. Based on my personal background, and my demonstrated commitment to the  
 12 vigorous prosecution of this Action on HP's behalf, I believe I am able to represent the interests  
 13 of all HP shareholders in this Action to ensure that Defendants are held accountable for their  
 14 conduct. If appointed Lead Plaintiff, I will continue to take an active role in this litigation.

15       I declare under penalty of perjury under the laws of the United States of America that the  
 16 foregoing is true and correct. Executed this 25th day of January 2013 at San Francisco,  
 17 California.

18       19 DATED: January 25, 2013




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STANLEY MORRICAL

28       **DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION, 2  
 APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS  
 SELECTION OF COUNSEL**